

## By-Law 1

### Article I. Definitions

The following definitions apply in this by-law.

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the board of Directors of the Corporation;

"**by-law**" means this by-law and any other by-law of the Corporation, as amended from time to time, and which are in force and effect;

"**Directors**" means Officers, provincial and territorial directors, and Directors-at-Large;

"**meeting of members**" includes an Annual General Meeting of members or a Special General Meeting of members; "Special General Meeting of members" includes a meeting, called for a specified purpose, of all members entitled to vote at an annual meeting of members;

"**member**" means a person who has fulfilled the requirements for membership defined in the Act, the Articles or this by-law;

"**Officers**" means the President, Vice President, Secretary-Treasurer and Immediate Past President;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**persons**" means an individual, corporation or otherwise organized group of individuals as defined in the Act;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

“**term of office**” is defined as the period between the conclusion of the meeting of members at which a Director is elected and the conclusion of the subsequent Annual General meeting of members in the case of a one-year term; or the second subsequent Annual General meeting in the case of a two-year term.

“**vote by ballot**” is defined as a vote by regular mail, electronic mail or on-line voting.

## **Article II. General**

### **Section 2.01 Name**

The name of the Corporation is the “CANADIAN DAM ASSOCIATION - ASSOCIATION CANADIENNE DES BARRAGES”, referred herein to as the “Corporation”.

### **Section 2.02 Incorporation**

The Corporation shall be continued under the Act.

### **Section 2.03 Registered Office & Mailing Address**

The registered office and mailing address of the Corporation shall be at a location determined by a resolution by the Board.

### **Section 2.04 Vision and Mission**

The Canadian Dam Association envisions a future in which all dams are safe, well-managed and benefit society.

The Canadian Dam Association’s mission is to encourage cooperation, advance technical knowledge, and build competency related to dams in Canada.

### **Section 2.05 Canadian National Committee of ICOLD**

The Canadian Dam Association shall serve as the Canadian National Committee of the International Commission on Large Dams.

## **Article III. Membership**

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

### **Section 3.01 Membership Classes**

1. CDA shall have one class of members such that every member has the right to one vote.
2. The Board may establish categories of members within the class for the purpose of differentiating fees and services.
3. The Board shall set admission requirements and establish policies and procedures for application for membership.
4. Membership is open to all persons who meet the admission requirements.

### **Section 3.02 Member Rights, Duties and Responsibilities**

All members have equal rights, responsibilities and duties. All members shall:

- a. abide by the Articles and by-laws of the Corporation
- b. not act or speak on behalf of the Corporation without authorization from the Board
- c. not act to the detriment of the Corporation.

### **Section 3.03 Membership Dues**

Annual fees payable by members shall be approved by ordinary resolution by the members present at a meeting of members or a vote by ballot.

### **Section 3.04 Termination of Membership**

A membership in the Corporation is terminated when:

- a. the member dies or, if not an individual, is dissolved;
- b. the member resigns;
- c. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- d. the member's term of membership expires; or
- e. the Corporation is liquidated and dissolved under the Act.

### **Section 3.05 Discipline of Members**

1. The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following reasons:
  - a. violating any provision of the articles or by-laws of the Corporation;
  - b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
  - c. any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
2. The Board shall establish policies and procedures for the discipline of members.
3. The resolution to discipline a member requires approval by at least three-quarters of the Directors.
4. The member shall have the right to appeal any discipline to the Board.

### **Section 3.06 Effect of Termination of Membership**

Subject to the Articles, upon any termination of membership (by expulsion, resignation, expiry or otherwise), the rights of the Member including any rights in the property of the Corporation, automatically cease to exist.

## **Article IV. Meetings of Members**

### **Section 4.01 Types of Meetings of Members**

1. An annual meeting of meetings (Annual General Meeting) shall be held in Canada each year. The Board shall determine the time and place of such meeting.
2. A Special meeting of members (Special General Meeting) may be called by the Board to address a specific and urgent issue(s). The Board shall call a Special meeting of members when petitioned to do so by five (5) percent of members. The notice of a Special meeting of members shall set forth briefly the proposed business to be addressed with sufficient information to permit a member to make a reasoned judgment regarding the need to attend. No other business item shall be added to the agenda.

### **Section 4.02 Notice, Attendance, Quorum, Voting, Agenda**

1. Notice for time and place of any meeting of members shall be communicated to all members of the Corporation at least thirty (30) days before the date thereof.
2. Notice shall be by publication or by telephonic, electronic or other communications facility.

3. If the Board or the members call a meeting of members, the Board or members, as the case may be, may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting.
4. The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the public accountant of CDA and such other persons who are entitled or required under any provision of the Act, Articles or by-laws of CDA to be present. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.
5. The quorum for a meeting of members shall be forty (40) members. If a quorum exists at the beginning of the meeting, quorum shall be deemed to exist for all agenda items duly adopted for consideration until adjournment. If a quorum is not present at the meeting, the President or the other presiding officer shall adjourn the meeting to a time and place as determined by the members present. Members represented by proxy shall count towards the quorum required.
6. The members present at the Annual General Meeting shall determine the order of business at the meeting.
7. The Board shall report to the Annual General Meeting the results of all votes on by-law amendments over the previous year.
8. Proxies
  - a. Any member may be represented at any meeting of members by another member acting as their proxy.
  - b. The form of proxy shall be determined by the Board.
  - c. Designation of a proxy shall be submitted in writing to the Secretary-Treasurer of the Corporation not less than seven days before the meeting takes place.
  - d. A proxy shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.

#### **Section 4.03 Resolutions**

1. Resolutions at meetings of members are defined as ordinary resolutions unless otherwise specified in the Act, the Articles or the by-laws.
2. Subject to the provisions of the Act, the members at a meeting of members may make a decision by consensus. Consensus is achieved when there are no objections stated. If consensus is not reached, the resolution shall be put to a vote.
3. The individual who is chairing the meeting shall only cast a vote to break a tie.
4. An Annual General Meeting shall consider resolutions submitted by any member in accordance with the Act, Regulations, these by-laws, and policies and procedures approved by the Board.

### **Article V. BOARD OF DIRECTORS**

#### **Section 5.01 Composition**

The Board of Directors shall consist of:

- a. The President, the Secretary-Treasurer, the Vice President and the Immediate Past President;
- b. Nine (9) provincial Directors where each province is represented by one Director resident in that province, except the provinces of New Brunswick and Prince Edward Island, which will have one Director resident in either province representing both of them;
- c. One (1) territorial Director representing the three territories,
- d. Two (2) Directors-at-Large, one of whom is to be in charge of coordinating the participation and representation of Canada in the International Commission on Large Dams (ICOLD), and

- e. Up to two additional directors appointed by the Board for a term not exceeding two years.

#### **Section 5.02 Eligibility**

In addition to Section 126 (1) of the Act, all Directors are required to be members of the Corporation.

#### **Section 5.03 Duties and Responsibilities**

All Directors shall fulfill their duties and responsibilities as outlined in the Act and in the policies of the Corporation.

#### **Section 5.04 Term of Offices**

1. Provincial, territorial and at-large Directors shall be elected for a two-year term.
2. Each year, a member shall be elected to a three-year term, as Vice President for the first year, President for the second year and Past President for the third year. Two years after the three-year term ends, the member may stand again for election to these positions.
3. The Secretary-Treasurer shall be elected for a two-year term.
4. No Director, including any Officer, shall serve more than two consecutive terms in the same position but may stand for election to the same position after the lapse of two years.
5. Time spent on the Board in an Acting role or by appointment shall not count in calculating a Director's tenure for that position.
6. Directors will take office at the conclusion of the meeting of members at which they are elected or acclaimed, or immediately upon appointment to a vacant position.

#### **Section 5.05 Rules of Election to the Board**

1. The Board shall set out the policies and procedures for the election of Directors.
2. Directors shall be elected in a vote by ballot in advance of the annual meeting of members.
3. At least 105 days prior to the annual meeting of members, a call for nominations for the positions available, the nominations procedures and the election schedule shall be communicated to the membership. The nomination period shall be for a minimum of 30 days.
4. Candidates must be members in good standing.
5. Nominations for open positions shall be made by any two members in good standing.
6. If only one candidate is nominated for a position by the close of nominations, that person shall be acclaimed to the position. If more than one candidate is nominated, an election shall be held.
7. The election period shall begin at least 45 days prior to the annual meeting of members, and shall be at least 30 days' duration.
8. The Board shall communicate the results of the election to the membership at least 15 days prior to the annual meeting of members.
9. Members at the annual meeting of members shall, by ordinary resolution, vote on the acceptance of the election result for each of the positions. If any of the election results are rejected, nominations for that position shall be accepted from the floor, and the election shall be held at the same meeting of members.

#### **Section 5.06 Withdrawal and Removal from Office**

1. A Director may withdraw from the Board by notifying the President in writing. The President shall notify all Directors.
2. The President may withdraw from the Board of Directors by notifying, in writing, all Directors.
3. A Director may, for just cause, be removed from office by ordinary resolution at a General or Special meeting of members. The resolution must be duly set forth in the Agenda of such meeting. Just cause includes violation of section 126 of the Act and ineligibility to hold office.

#### **Section 5.07 Board Vacancies**

1. If the office of the President becomes vacant, the serving Vice President shall automatically become Acting President of the Corporation and assume all the duties and responsibilities of the President until the end of the original term of the outgoing President.
2. If the office of the Vice President becomes vacant, members of the Board shall elect, by secret ballot, an Acting Vice President from the remaining Board members. The tenure of the Acting Vice President shall expire at the end of the original term of the departed Vice President.
3. If the office of the Secretary-Treasurer becomes vacant, the members of the Board shall elect, by secret ballot, an Acting Secretary-Treasurer from the remaining Board members. The tenure of the newly elected Acting Secretary-Treasurer shall expire at the end of the original term of the departed Secretary-Treasurer.
4. If a provincial or territorial Director position becomes vacant, the Board may appoint an Acting Director from the province/territory of the departed Director for the remainder of the term.
5. If a Director-at-Large position becomes vacant, the Board may fill the position as Acting Director-at-Large for the remainder of the term.
6. The time served on the Board in an Acting role shall not count in calculating a member's tenure for that position.

#### **Section 5.08 Regular Meetings**

The Board of Directors shall meet in-person at least twice in each year. Other Board meetings may be called at the discretion of the President. The President will determine the format of any Board Meeting.

#### **Section 5.09 Notice Requirements for Meetings of the Board**

1. Notice of Board meetings shall be sent to each member of the Board.
2. A minimum of thirty (30) days' notice shall be provided before an in-person Board meeting, and a minimum of fourteen (14) days' notice shall be provided before a virtual (video conference or telephone conference) meeting.
3. Notwithstanding the notice requirements, a Board meeting may be held at any time without formal notice if two-thirds (2/3) of the voting members of the Board have waived their right to notification.

#### **Section 5.10 Quorum**

At any meeting of the Board of Directors, a quorum shall consist of at least one Officer and seven other Directors.

#### **Section 5.11 Special Meetings of the Board**

The President, or in the absence of the President, the Vice President, shall call a special meeting of the Board when petitioned by one-third of the Directors. The business to be transacted at such special meetings shall be stated in the notice thereof, and no other business may be considered at that meeting.

#### **Section 5.12 Resolutions**

1. Resolutions by the Board are defined as ordinary resolutions unless otherwise specified in the Act, the Articles or the by-laws.
2. Subject to the provisions of the Act, the Board may make a decision by consensus. Consensus is achieved when there are no objections stated by directors. If consensus is not reached, the resolution shall be put to a vote.
3. The chair of a Board meeting shall only cast a vote to break a tie.

4. There are two ways for the Board to pass resolutions: at a Board meeting or by signing a resolution and faxing, mailing or emailing it to the Secretary-Treasurer and one other Director determined by the Board.
5. The Board shall consider requests for resolutions submitted by any member in accordance with policies and procedures set by the Board. The Board shall report the outcome of the request.

**Section 5.13 Duties, Responsibilities and Scope of Authority of the Board**

1. The Board shall have full authority to supervise and control all corporate business and affairs.
2. The Board shall establish policies, objectives and strategies to pursue the mission of the Corporation.
3. The Board may cooperate with, contract with, or engage in joint action with other persons or organizations.
4. The Board shall have full supervision and control of the funds of the Corporation. Funds or assets may be expended by the Board only in carrying out the objectives of the Corporation.
5. The Board may authorize any Officer or Officers, or agents, or employees, to enter into specific contract(s) on behalf of the Corporation.
6. Directors have the duty to declare conflicts of interest.

**Section 5.14 Remuneration**

1. Directors shall not be remunerated for their duties as Board members.
2. Directors may be reimbursed for reasonable expenses incurred while performing such duties, subject to policies and procedures established by the Board.
3. Any remuneration to Directors for services to the Corporation shall be subject to policies and procedures established by the Board.

**Section 5.15 Indemnification and Insurance**

1. The Corporation shall indemnify its present and former Directors and officers to the full extent permitted by the Act.
2. The Corporation may purchase and maintain insurance for the benefit of any present or past Director or officer or any other person acting on the Corporation's behalf against any liability incurred by such person
  - a. in his/her capacity as a Director, officer or agent of the Corporation, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Corporation, or
  - b. in his/her capacity as a Director or officer of another body corporate where he acts or acted in that capacity at the Corporation's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

**Section 5.16 Executive Committee Composition & Authority**

1. An Executive Committee consisting of the Officers and up to two other Directors appointed by the Board shall be established to perform the duties of and uphold the responsibilities of the Board between Board meetings, subject to limits determined by the Board.
2. The Executive Committee shall report at each Board meeting the actions that it took in performance of the Board's duties and responsibilities.

**Article VI. Committees**

**Section 6.01 Appointment of Committees**

1. The Board may from time to time establish a committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such authority as the Board shall see fit.
2. The Board shall set the terms of reference, amend the terms of reference from time-to-time, or dissolve any committee or other advisory body, as it sees fit.
3. The Board shall appoint the Chair of each committee.
4. Any committee member may be removed by resolution of the Board.

**Section 6.02 Rules of Procedure**

Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may make.

**Article VII. Officers**

**Section 7.01 Duties and Responsibility of the President**

1. The President shall be the Chief Executive Officer of the Corporation. In addition to the duties and responsibilities as a Director of the Corporation, the President shall:
  - a. preside at general and special meetings of members of the Corporation and at the meetings of the Board, keeping order and enforcing the rules of the Corporation;
  - b. report at each general meeting of members upon the state of the Corporation;
  - c. generally supervise the activities of the Corporation and of the Officers;
  - d. call meetings of the Board of Directors, and
  - e. on the completion of his/her term shall turn over all books, documents, records, funds and other property of the Corporation to the Secretary-Treasurer.

**Section 7.02 Duties and Responsibility of the Vice President**

In addition to the duties and responsibilities as a Director of the Corporation, the Vice President shall:

- a. assume the responsibility of the President during the absence of the President
- b. review and report annually to the Board on the progress of the Corporation in achieving the long term plan and goals set by the Board, and;
- c. on the completion of his/her term, turn over all books, documents, records, funds and other property of the Corporation to the Secretary/Treasurer.

**Section 7.03 Duties and Responsibility of the Secretary-Treasurer**

In addition to the duties and responsibilities as a Director of the Corporation, the Secretary-Treasurer shall, either directly or through designation of authority to another person:

- a. record attendance and maintain minutes for all Board meetings and general and special meetings of members, and distribute minutes of such meetings;
- b. file reports and applications on behalf of the Corporation as directed by the Board or required by law;
- c. be the custodian of the corporate seal of the Corporation;
- d. ensure that all books, financial records and accounts of the Corporation are maintained in good and auditable order;
- e. complete all banking arrangements at a financial institution as approved by the Board of Directors;
- f. prepare an annual budget;
- g. submit financial information to the auditor(s) as required;



- h. provide financial reports to the Board as required;
- i. invest the funds of the Corporation in such manner as the Board may determine;
- j. on the completion of his/her term, turn over all books, documents, records, funds and other property of the Corporation to his/her successor.

#### **Section 7.04 Duties and Responsibility of the Immediate Past President**

In addition to the duties and responsibilities as a Director of the Corporation, the immediate Past President shall:

- a. provide continuity to the Board and Officers, and;
- b. on the completion of his/her term, turn over all books, documents, records, funds and other property of the Corporation to the Secretary/Treasurer.

#### **Article VIII. Provincial/Territories Branch**

The Board of Directors may consider and vote on a proposal from the Director of any Province/Territories to establish a Provincial/Territories Branch provided that the terms of reference and procedural format are compatible with those set forth herein;

- a. The Board of Directors shall set rules that govern the relationship between the Corporation and the Branches.
- b. Any rules so adopted shall be reported to a meeting of members;
- c. A Provincial/Territories Branch shall have autonomy within its own jurisdiction subject to Article VIII (a).
- d. The name of such a designated organization shall be " Canadian Dam Association –*name of the Province or Territories Branch*"; or "*Association Canadienne des Barrages-nome de Province*"

A Provincial/Territories Branch may not be incorporated unless so required by law or any rule under Article VIII (a).

#### **Article IX. Finances**

- 1. The fiscal year of the Corporation shall be from July 1 to June 30.
- 2. The Annual budget shall be established by the Board and presented to the members for ratification by ordinary resolution at a meeting of members or vote by ballot.
- 3. For the purpose of carrying out its objectives, the Corporation may raise or borrow or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures under the authority of the Board. In no case shall debentures be issued without the approval of a special resolution at a General or special meeting of members. The resolution must be duly set forth in the Agenda of such meeting.
- 4. The Board shall seek the approval of the members at a meeting of members or by a vote by ballot for a major financial decision which could have a long-term impact on the financial position of the Corporation.

#### **Article X. Amendments to By-laws**

- 1. Amendments to the by-laws of the Corporation will be in accordance with sections 152 and 163 of the Act.
- 2. Any member may propose an amendment to a by-law of the Corporation.
- 3. Amendments to the by-laws require approval by the membership subject to the Act.
- 4. Notice of any amendment proposed shall be communicated to the membership with the opportunity to comment on the proposed amendments prior to the vote.

5. Voting shall be at a meeting of members, or by ballot over a 30-day period. If at a meeting of members, notice of amendments must be duly set forth in the Agenda of such meeting.
6. A minimum of forty (40) votes is required.

**Article XI. Invalidation of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

**Article XII. Omissions and Errors**

The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board of Directors or public accountant, or the non-receipt of any notice by any such person where CDA has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**Article XIII. Authority to Make Editorial Changes**

The Board may make such editorial or grammatical changes in by-laws or Resolutions approved at a meeting of members that do not change their substance and meaning. These changes shall take effect upon their approval by the Board.